

**FOXTONS GROUP PLC**  
**(the "Company")**

**ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") COMMITTEE**  
**TERMS OF REFERENCE**

**1. MEMBERSHIP**

- 1.1. The committee shall comprise at least three directors. A majority of the members of the committee shall be independent non-executive directors. There should be at least one member of the committee who also serves on the Audit & Risk Committee and the Remuneration Committee (not necessarily the same person) in order to ensure exchange of information of common interest. Members should have the appropriate knowledge, skills and expertise to understand ESG related strategy, targets and implementation.
- 1.2. Only members of the committee have the right to attend committee meetings. However, other individuals (if not members of the Committee) such as other directors of the Company or key employees within the Company and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3. Appointments to the committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the committee.
- 1.4. The Board shall appoint the committee chair from among the directors of the Company. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the relevant meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

**2. SECRETARY**

The company secretary or his or her nominee shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to its business.

**3. QUORUM AND VOTING ARRANGEMENTS**

- 3.1. The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the committee.
- 3.2. The members of the committee may meet for the despatch of business, adjourn and otherwise regulate meetings as they think fit.

- 3.3. Any matters to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Each member of the Committee shall have one vote which may be cast on matters considered at the meeting.

#### **4. MEETINGS BY TELEPHONE AND OTHER ELECTRONIC MEANS**

- 4.1. All or any of the members of the committee may participate in a meeting of the committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A member of the committee so participating shall be deemed to be present in person at the meeting and shall be entitled to fully participate and be counted in the quorum accordingly.
- 4.2. Any action or decision of the committee may also be taken by an instrument or instruments in writing (including via email or other electronic means) signed (including via the use of electronic signatures) by all members of the Committee (including in counterparts) and any such action shall be as effective as if it had been decided by a quorum of votes cast at a meeting of the Committee called for such purpose.

#### **5. FREQUENCY OF MEETINGS**

The committee shall meet three times a year and otherwise as required.

#### **6. NOTICE OF MEETINGS**

- 6.1. Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair.
- 6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.
- 6.3. The notice period set out in 6.2 may be reduced at the sole discretion of the committee chair to whatever he/she considers appropriate.
- 6.4. Notice, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

#### **7. MINUTES OF MEETINGS**

- 7.1. The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 7.2. Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the Board unless in the opinion of the committee chair it would be inappropriate to do so.

#### **8. ANNUAL GENERAL MEETING AND STAKEHOLDER ENGAGEMENT**

The committee chair should attend the annual general meeting of the Company to answer any shareholder questions on the committee's activities. In addition, the committee chair should seek engagement with shareholders and other stakeholders where relevant, on significant matters related to the committee's areas of responsibility.

## **9. DUTIES**

The committee should carry out the duties below for the Company, its subsidiary undertakings the Group as a whole, as appropriate.

The committee shall:

- 9.1. oversee the formulation and implementation of the Group's environmental and social strategy and provide oversight of related governance matters;
- 9.2. review the effectiveness of the teams, governance and processes in place to ensure the outcomes of the ESG strategy are delivered;
- 9.3. advise on the risks and opportunities for the company's operations and reputation in relation to the execution of its ESG strategy;
- 9.4. review the Group's environmental and social strategy to ensure alignment with the Group's overall strategy, including its culture, commitments, prevailing regulations and best practice and ensure that this strategy is effective and supportive of the company's long-term, sustainable success;
- 9.5. actively look for opportunities to promote environmental and social matters within the Group;
- 9.6. receive updates on performance against the Group's environmental and social strategy and short and long-term objectives and KPIs and review and make recommendations to the Board regarding changes to this strategy, as appropriate;
- 9.7. receive updates on regulatory changes which could impact the business of the Group and the implementation of its environmental and social strategy and make recommendations to the Board regarding changes to this strategy, as appropriate;
- 9.8. monitor the adequacy and ongoing relevance and effectiveness of ESG related policies, including workplace policies concerning, equality, employee engagement and satisfaction, health and safety and wellbeing and human rights as applicable;
- 9.9. support the Board in monitoring the culture of the Company;
- 9.10. receive assurances from service providers, suppliers and contractors on their own environmental and social policies and procedures as relevant;
- 9.11. receive updates on the social and community initiatives of the Group, including community engagement policies, community investment, volunteering, partnerships and charitable initiatives; and

- 9.12. review environmental and social related risks to the Company and make recommendations to the Audit Committee regarding inclusion in the Company's risk management practices.

## **10. REPORTING RESPONSIBILITIES**

- 10.1. Receive updates on the social and community initiatives of the Group, including community engagement policies, community investment, volunteering, partnerships and charitable initiatives.
- 10.2. Review environmental and social related risks to the Company and make recommendations to the Audit Committee regarding inclusion in the Company's risk management practices.
- 10.3. The committee chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.4. The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.5. The committee shall review the content, integrity and completeness of external statements and disclosures about ESG activity, targets and progress. Review ESG-related reporting prior to Board approval, including the annual sustainability report (where one exists), information to be included in the annual report, and mandatory or voluntary disclosures in line with recommended practice and regulatory requirements. Evaluate the extent and effectiveness of external reporting on ESG performance and participation in external benchmarking indices.
- 10.6. Review on a regular basis any requirement or necessity for external assurance of ESG and sustainability matters, such as assurance of the effectiveness of policies, processes and reporting on ESG and sustainability matters.
- 10.7. Work and liaise with the chair of the remuneration committee and the Director of Human Resources regarding appropriate ESG related performance objectives and incentives for executive leaders, to ensure that ESG matters are appropriately considered when setting the overall remuneration policy. This information will then be shared with, and reviewed by, the Remuneration committee.

## **11. OTHER MATTERS**

The committee shall:

- 11.1. have access to sufficient resources in order to carry out its duties, including access to the company secretary and any employees of the Group for assistance as required;
- 11.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 11.3. give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's UK

Listing Rules, Prospectus, Disclosure and Transparency Rules and any other applicable rules, as appropriate. These terms of reference reflect, inter alia, the principles and provisions of the 2024 UK Corporate Governance Code. Should the committee determine that it would not be appropriate for the Company to apply any one or more of those principles or provisions, then the committee may be permitted to depart from the relevant clause in these terms of reference if it provides an explanation for its decision to the Board, and the Board decides that it would be appropriate to depart from the relevant principle or provision and explain the reasons for such departure in the annual report;

- 11.4. arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval; and
- 11.5. publish these terms of reference on the Company's website.

## **12. AUTHORITY**

The committee is authorised by the Board to carry out all duties set out in these terms of reference, to have unrestricted access to the Company's documents and information and to obtain, at the Company's expense, appropriate independent legal or other professional advice on any matters within its terms of reference as it considers necessary.

## **13. APPROVAL**

These terms of reference were approved by the Board on 26 February 2025.